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INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

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September 30, 1993

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

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INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

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OFFICE

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three duly executed copies of the following documents: a Lease of Railroad Equipment (Amtrak Trust 93-C) dated as of September 15, 1993, a primary document, and a Trust Indenture and Security Agreement dated as of September 15, 1993, a Lease Supplement No. 1 and an Indenture Supplement No. 1, both dated as of September 30, 1993, all secondary documents relating to the aforesaid primary document.

The names and addresses of the parties to the enclosed documents are:

Lease of Railroad Equipment (Amtrak Trust 93-C) and
Lease Supplement No. 1

Lessor: Wilmington Trust Company, Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: National Railroad Passenger Corporation (Amtrak)
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

Mr. Sidney L. Strickland, Jr.
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Trust Indenture and Security Agreement (Amtrak Trust 93-C)
and Indenture Supplement No. 1

Debtor: Wilmington Trust Company, Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

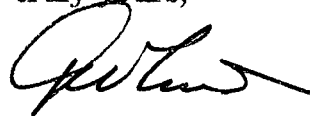
Secured Party: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed documents is: two (2) superliner II passenger cars bearing road marks and numbers AMTK 32072 and AMTK 32073.

Also enclosed is a check in the amount of \$64.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

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INTERSTATE COMMERCE COMMISSION

INDENTURE SUPPLEMENT NO 1

(Amtrak Trust 93-C)

THIS INDENTURE SUPPLEMENT NO 1 dated as of September 30, 1993 between WILMINGTON TRUST COMPANY, a Delaware banking corporation having its principal office and chief place of business at Rodney Square North, 1100 Market Street, Wilmington, Delaware 19890, not in its individual capacity but solely as Owner Trustee under the Trust Agreement and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, a national banking association, having its corporate trust office at 79 South Main Street, Salt Lake City, Utah 84111 not in its individual capacity but solely as Indenture Trustee, except as expressly provided herein (herein, together with its successors and assigns permitted under the Indenture referred to below, called the "*Indenture Trustee*")

W I T N E S S E T H

WHEREAS, Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Amtrak Trust 93-C) dated as of September 15, 1993 (the "*Indenture*", the capitalized terms used and not otherwise defined herein and defined, either directly or by cross-reference, in the Indenture being used herein with the respective meanings assigned thereto in the Indenture), which Indenture provides for the execution and delivery from time to time of Indenture Supplements substantially in the form hereof for the purpose of describing and subjecting the Trust Indenture Estate to the Lien of the Indenture,

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto hereby agree as follows

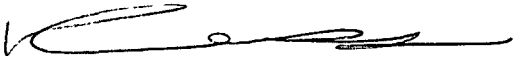
1 Owner Trustee represents and warrants to Indenture Trustee that effective on the date hereof each Unit described in the Annex hereto has been delivered and accepted under the Lease Owner Trustee further represents, warrants and confirms to Indenture Trustee that, effective on the date hereof, the Trust Indenture Estate shall be deemed subject to the Lien of the Indenture and agrees that without limiting the foregoing Owner Trustee's rights with respect to the Units described in the Annex hereto, and the interests therein of Owner Trustee under the Operative Documents, are deemed included in the Trust Indenture Estate and subjected to the Lien of the Indenture

2 This Indenture Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective officers thereunto duly authorized

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

By



Title *Vf*

FIRST SECURITY BANK, NATIONAL
ASSOCIATION,
not in its individual capacity but solely as
Indenture Trustee, except as expressly
provided herein

By

Title

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective officers thereunto duly authorized

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

By _____

Title

FIRST SECURITY BANK, NATIONAL
ASSOCIATION,
not in its individual capacity but solely as
Indenture Trustee, except as expressly
provided herein

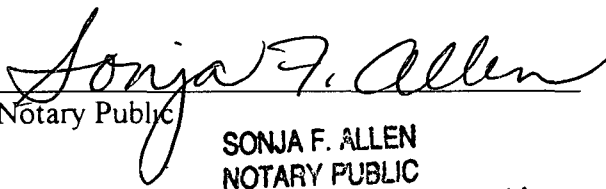
By _____

Title *Val J. O. L.*
Vice President

STATE OF Delaware)
) ss
COUNTY OF New Castle)


On this 27th day of September, 1993 before me personally appeared Norma P. Cross to me personally known, who, being by me duly sworn, says that he/she is the VP of Wilmington Trust Company, that said instrument was signed on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation

My commission expires


Notary Public
SONJA F. ALLEN
NOTARY PUBLIC
My Commission expires May 30, 1994

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 28 day of September, 1993 before me personally appeared VAL T. DORTON, to me personally known, who, being by me duly sworn, says that he/she is the ASSIST VP of First Security Bank of Utah, National Association, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association


Notary Public

My commission expires

May 31, 1994

DAYLE B. LICHT
NOTARY PUBLIC, State of New York
No. 41-4635399
Qualified in Queens County
Commission Expires May 31, 1994

ANNEX TO INDENTURE SUPPLEMENT NO 1

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>MANUFACTURER'S NUMBERS</u>	<u>AMTRAK EQUIPMENT NUMBERS</u>
Two (2) Superliner II	002	32072
Passenger Cars	004	32073